

WALLER LANSDEN DORTCH & DAVIS

A PROFESSIONAL LIMITED LIABILITY COMPANY

NASHVILLE CITY CENTER
511 UNION STREET, SUITE 2100
POST OFFICE BOX 198966
NASHVILLE, TENNESSEE 37219-8966
(615) 244-6380

FACSIMILE
(615) 244-6804
WWW.WALLERLAW.COM

D Bilye Sanders
(615) 252-2451
bsanders@wallerlaw.com

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EXECUTIVE SECRETARY

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809 SOUTH MAIN STREET
P. O. BOX 1035
COLUMBIA, TN, 38402-1035
(931) 388-6031
EXECUTIVE SECRETARY

March 31, 2000

Via Hand-Delivery

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

Re: Application of Memphis Networkx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement Between MLGW and A&L regarding Joint Ownership of Memphis Networkx, LLC; Docket No.99-00909 – List of additional documents and exhibits

Dear Mr. Waddell:

Pursuant to the directive of the Pre-Hearing Officer in this docket, Applicant and Joint Petitioners submit the attached list of potential documents and exhibits that may be offered as evidence. The Applicant and Joint Petitioners reserve the right to respond to the documents that may be filed today by the intervenors as well as any documents or testimony which intervenors may present for impeachment purposes or documents that have not been filed by intervenors because they are alleged to be attorney work product.

POSTED
3-31-00

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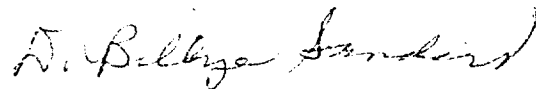
A PROFESSIONAL LIMITED LIABILITY COMPANY

K. David Waddell

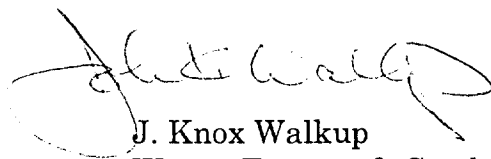
March 31, 2000

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Sincerely,



D. Billye Sanders
Attorney for Memphis Light Gas &
Water and Memphis Networx, LLC



J. Knox Walkup
Wyatt, Tarrant & Combs
Attorney for A&L Networks-
Tennessee, LLC and Memphis
Networx, LLC

DBS:lmb
Enclosures

cc: Parties of Record
J. Maxwell Williams, Esq.
Ward Huddleston, Esq.

LIST OF DOCUMENTS THAT MAY BE INTRODUCED BY APPLICANT AND
JOINT PETITIONERS IN
TENNESSEE REGULATORY AUTHORITY DOCKET NO. 99-00909

Application of Memphis Networx, LLC for a Certificate of Public
Convenience and Necessity to Provide Intrastate Telecommunication
Services and Joint Petition of Memphis Light Gas & Water Division,
a Division of the City of Memphis, Tennessee ("MLGW") and
A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement between MLGW
and A&L regarding Joint Ownership of Memphis Networx, LLC

1. Resolution of the City Council of Memphis dated December 7, 1999 approving 2000 Budget of MLGW (copy attached)
2. Resolution of Board of Commissioners of MLGW dated October 21, 1999 (copy attached)
3. Memphis City Ordinance No. 3509 (copy attached to brief of Applicant and Joint Petitioners)
4. Charter of MLGW (copy attached to brief)
5. Responses to Data Requests dated March 23, 2000 from TRA staff (responses pending)
6. Responses of Time-Warner entities to Data Request of Applicant and Joint Petitioners
7. Responses of the Tennessee Cable Telecommunications Association (TCTA) to the Data Requests of Applicant and Joint Petitioners
8. Responses to Data Requests from TCTA by Applicant and Joint Petitioner (as needed)
9. Responses of Data Requests from NEXTLINK by Applicant and Joint Petitioners (as needed)
10. Any documents needed to respond to examination or cross-examination by intervenors at the depositions or at the hearing
11. Any documents needed to respond to documents which intervenors have filed or presented on or before March 31, 2000 or thereafter

12. The complete document in instances where the TCTA witness or the intervenors have filed or present excerpts of documents as exhibits or for other purposes
13. Any documents that are relevant to this proceeding that are not available at the time of this filing
14. The Applicant and Joint Petitioners request that the TRA take judicial notice of TRA Docket No. 97-07488, Application of Electric Power Board of Chattanooga for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunications Services.

**EXCERPT
FROM
MINUTES OF MEETING
BOARD OF LIGHT, GAS & WATER COMMISSIONERS
CITY OF MEMPHIS
held
October 21, 1999**

The President submitted for approval of the Board authorization to provide interim funding for feasibility studies and obtaining regulatory approval for participation in a telecommunications entity.

WHEREAS, the Memphis Light, Gas and Water Division of the City of Memphis ("MLGW") has conducted further investigations into the feasibility of participating in a telecommunications entity through the Telecommunications Division of the Electric Division, upon receipt of all necessary regulatory approvals; and

WHEREAS, it is appropriate to provide for interim funding of expenses pending receipt of all necessary regulatory approvals, including the regulatory approval of that certain inter-division loan as authorized by the Board on August 19, 1999.

NOW, THEREFORE, BE IT RESOLVED by the Board of Light, Gas and Water Commissioners, THAT:

1. Pending the receipt of all necessary regulatory approvals the President and Chief Executive Officer is authorized, but not required, to provide for expenditures incurred to date and to make such further expenditures as are prudent and necessary in connection with the organization, creation and regulatory approval of a telecommunications entity but no expenditures shall be for construction purposes. Upon receipt of all such regulatory approvals, such expenditures shall be reimbursed from the inter-division loan authorized by the Board on August 19, 1999.

2. The President and Secretary-Treasurer of MLGW are authorized in the name of and on behalf of MLGW to execute, deliver and file such agreements, documents, instruments, and applications and to expend such sums of money and to do any and all other acts as may be necessary, convenient or proper to carry out the intents and purposes of the Board's resolutions of August 19, 1999 and today's date.

It was moved by Commissioner . Graves, seconded by Commissioner Nallens

and unanimously carried:

THAT, Authority to make interim expenditures for the organization, creation and regulatory approval of a telecommunications entity, pending receipt of all necessary regulatory approvals is granted, and the proper officers of MLGW are authorized to execute, and deliver those documents necessary to carry out the intents and purposes of the foregoing resolutions.

I hereby certify that the foregoing is a true and correct
resolution adopted by the Board of Light, Gas and
Water Commissioners at a regular - ~~special~~ meeting
held on 21st day of October, 19 99 at
which a quorum was present. This 21st day
of October, 19 99

[Signature]
Secretary-Treasurer

RESOLUTION

WHEREAS, the Board of Light, Gas and Water Commissioners has submitted a proposed budget for the Memphis Light, Gas and Water Division for operation and maintenance expenses for the calendar year 2000, and capital expenditures for 2000 specifying the portion to be funded from current year's revenue; and

WHEREAS, the Council has, through its Utility Committee and other interested members of the Council, reviewed the budget and conducted hearings thereon; and

WHEREAS, the Board to Commissioners has approved said budget and submitted to the City Council with the recommendation of the Board for approval;

NOW, THEREFORE, BE IT RESOLVED by the Council of the City of Memphis, that the attached budget for operation and maintenance expenses and capital expenditures of the Memphis Light, Gas and Water Division is approved.

hereby certify that the foregoing is a true copy
and document was adopted, approved by the
Council of the City of Memphis in regular
session on

DEC 7 1999

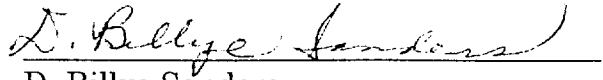
Date

James C. Huchra
Deputy Comptroller - Council Records

MLGW

CERTIFICATE OF SERVICE

I, D. Billye Sanders, hereby certify that on this 31st day of March, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail postage pre-paid to the Counsel of Record listed below.


D. Billye Sanders

Henry Walker, Esq.
Boult Cummings Conners &
Berry, PLC
414 Union Street, Suite 1600
P. O. Box 198062
Nashville, TN 37219

Attorney for NEXTLINK, Tennessee,
Inc.

Charles B. Welch, Jr., Esq.
Farris, Mathews, Branam, Bobango
& Hellen, P.L.C.
618 Church Street
Suite 300
Nashville, TN 37219

Attorney for Time Warner of the
Mid-South L.P., Time Warner
Communications of the Mid-South, L.P.,
and the Tennessee Cable
Telecommunications Association

R. Dale Grimes, Esq.
Bass, Berry & Sims
2700 First American Center
Nashville, Tennessee 37238

Attorney for Concord Telephone
Exchange, Inc., Humphreys County
Telephone Company, Tellico Telephone
Company, Inc. and Tennessee Telephone
Company

Guy Hicks, Esq.
Patrick Turner, Esq.
BellSouth Telecommunications, Inc.
333 Commerce Street
Suite 2101
Nashville, TN 37201-3300

Attorneys for BellSouth
Telecommunications, Inc.

John Knox Walkup, Esq.
Wyatt Tarrant & Combs
511 Union Street,
Suite 1500
Nashville, TN 37219-1750
615-244-0200

Attorney for A&L Networks –
Tennessee, LLC and Memphis Networx,
LLC